



CORPORATION SERVICE COMPANY

RECORDATION NO. 22785-H FILED

JAN 10 '06

4-34 PM

SURFACE TRANSPORTATION BOARD



Monday, January 09, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 149255-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of JUNE 20, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **General Chemical (Soda Ash) Partners**
120 Eagle Rock Ave
East Hanover, NJ 07936

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **General Chemical (Soda Ash) Partners**
COVERING 20-5,161 C.F. COVERED HOPPER CAR WITH GRAVITY GATES AND TROUGH
HATCHES CEFX13470-CEFX13499 AS FURTHER DESCRIBED ON THE ATTACHED
SCHEDULE A.-NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #22785 dated 02/22/2000 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

JAN 10 '06

4-34 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of June, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and GENERAL CHEMICAL (SODA ASH) PARTNERS, a Delaware general partnership, with an address at 120 Eagle Rock Avenue, East Hanover, NJ 07936 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 1, 1999, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on February 22, 2000 and given Recordation Number 22785.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GENERAL CHEMICAL (SODA ASH) PARTNERS

By its General Partner, General Chemical Industrial Products

By: J. W. CASELY
Name: J. W. CASELY
Title: DIRECTOR - CORPORATE SUPPLY CHAIN

Schedule A

Number of Cars

Equipment Description

20 5,161 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	13470
2	CEFX	13471
3	CEFX	13473
4	CEFX	13474
5	CEFX	13476
6	CEFX	13477
7	CEFX	13478
8	CEFX	13479
9	CEFX	13480
10	CEFX	13481
11	CEFX	13484
12	CEFX	13485
13	CEFX	13486
14	CEFX	13489
15	CEFX	13493
16	CEFX	13494
17	CEFX	13495
18	CEFX	13496
19	CEFX	13498
20	CEFX	13499